

**ARENA FOOTBALL LEAGUE LLC**  
**(a Delaware Limited Liability Company)**

**UNANIMOUS WRITTEN CONSENT OF THE BOARD OF GOVERNORS**

Dated: November 25, 2019

Pursuant to the provisions of the Limited Liability Company Act of the State of Delaware and the Limited Liability Company Agreement of the Company, the undersigned, being all of the members of the Board of Governors (the "Board") of Arena Football League LLC, a Delaware limited liability company (the "Company"), do hereby consent to adopt, approve and authorize the following resolutions and each and every action effected thereby:

**WHEREAS**, the Board has reviewed and considered the Company's assets, liabilities, condition, including its financial condition, and its prospects; and

**WHEREAS**, the Board has considered available alternatives to liquidation; and

**WHEREAS**, the Board has determined that it is desirable and in the best interests of the Company, its creditors, members, and other interested parties that the Company file a petition seeking relief under chapter 7 of Title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court").

**NOW, THEREFORE, BE IT RESOLVED**, that the Company shall be and hereby is authorized, empowered and directed to file a voluntary petition for relief pursuant to chapter 7 of the Bankruptcy Code in the Bankruptcy Court; and it is further

**RESOLVED**: that the Commissioner is authorized, empowered and directed, on behalf of the Company, to execute and verify a petition in the name of the Company under chapter 7 of the Bankruptcy Code (the "Petition") and to cause the Petition to be filed in the Bankruptcy Court at such time as the Commissioner shall determine; and it is further

**RESOLVED**: that the Commissioner is authorized and empowered and directed to execute and/or file, or cause to be executed and/or filed (or to direct others to do so on his behalf as provided herein) all necessary documents, including but not limited to all petitions, affidavits, schedules, motions, lists, applications, pleadings and other papers, and in that connection to employ and retain all assistance by legal counsel, accountants and/or other professionals and to take any and all other actions, that he deems necessary, proper or desirable in connection with the chapter 7 case contemplated hereby, with a view to the successful prosecution of such case; and it is further

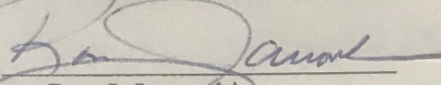
**RESOLVED**: that the law firm of Duane Morris LLP, with offices at, among other places, 222 Delaware Avenue, Suite 1600, Wilmington, Delaware 19801, is employed under an advance payment retainer as bankruptcy counsel for the Company; and it is further

**RESOLVED**: that each undersigned member of the Board hereby resigns from the Board, effective as of the filing of the Petition; and it is further

**RESOLVED**, that any and all actions, whether previously or subsequently taken by the Commissioner, that are consistent with the intent and purpose of the foregoing resolutions or in connection with any matters referred to herein, shall be, and the same hereby are, in all respects, approved and confirmed.

**IN WITNESS WHEREOF**, this consent has been executed effective as of the date first set forth above.

**MEMBERS OF THE BOARD OF GOVERNORS:**

By:   
Name: Ron J. Jaworski

By: \_\_\_\_\_  
Name: Craig Spencer

By: \_\_\_\_\_  
Name: Ed Swyer

By: \_\_\_\_\_  
Name: Daniel Nolan

By: \_\_\_\_\_  
Name: Peter Biche

By: \_\_\_\_\_  
Name: Abigail Blomstrom

By: \_\_\_\_\_  
Name: Zach Leonsis


By: \_\_\_\_\_  
Name: Jim Van Stone

**RESOLVED**, that any and all actions, whether previously or subsequently taken by the Commissioner, that are consistent with the intent and purpose of the foregoing resolutions or in connection with any matters referred to herein, shall be, and the same hereby are, in all respects, ratified, approved and confirmed.

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